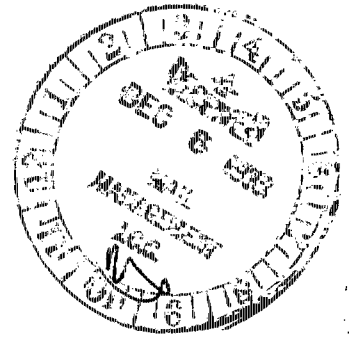


STATE OF ILLINOIS)
COUNTY OF COOK)

RECORDATION NO. 10997-1
DEC 7 1983 3 45 AM
INTERSTATE COMMERCE COMMISSION
CERTIFICATE



The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 21st day of October, 1983, from The First National Bank of Chicago to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 1st day of December, 1983.

Carol D'Ascenzo
Notary Public

BILL OF SALE

The First National Bank of Chicago
as Trustee under Equipment Trust Agreement

Dated as of June 1, 1979 (Series 16)

to

Union Tank Car Company

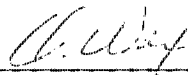
KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of June 1, 1979 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on June 12, 1979, and assigned recordation number 10497.


IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 21 day of October, 1983.

THE FIRST NATIONAL BANK
OF CHICAGO

By 
D. WAX Trust Officer

(CORPORATE SEAL)

ATTEST:


W. MOHR
Its Trust Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21 day of October, 1983, before me, a Notary Public in and for said County, personally appeared _____
D. WAX and W. MOHR to me personally known, who being by me duly sworn did say that they are respectively Trust Officer and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors, and said D. WAX and W. MOHR acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Robert J. Hester
Notary Public

My Commission Expires:

DEC. 27, 1986

SCHEDULE B
DESCRIPTION OF TRUST EQUIPMENT

<u>Road Number</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity</u>
BCIT841609	Box Car	70 Ton
BCIT841657	Box Car	70 Ton
BCIT841754	Box Car	70 Ton
BCIT841859	Box Car	70 Ton
BCIT841890	Box Car	70 Ton
BCIT841902	Box Car	70 Ton
BCIT841943	Box Car	70 Ton
UTCX 43603	LO	4,750 Cuft.
UTCX 45323	LO	4,750 Cuft.
UTCX 45459	LO	4,750 Cuft.
UTCX 45463	LO	4,750 Cuft.
UTLX 11553	TM	17,000 Gal.
UTLX 11594	TA	14,000 Gal.
UTLX 66063	TM	17,000 Gal.
UTLX 70520	TM	16,000 Gal.
UTLX 70564	TM	17,500 Gal.
UTLX 70569	TM	17,500 Gal.
UTLX 70578	TM	17,500 Gal.
UTLX 71323	TM	16,000 Gal.
UTLX 82721	TPI	17,300 Gal.
UTLX 90936	TP	25,000 Gal.
UTLX 96012	TP	25,000 Gal.
UTLX 96217	TP	25,000 Gal.
UTLX 96372	TP	25,000 Gal.
UTLX 98019	TP	25,000 Gal.

Number of Cars: 25